

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
CORE SCIENTIFIC, INC., et al.,	§	Case No. 22-90341 (DRJ)
Debtors.¹	§	(Jointly Administered)
	§	

**SECOND SUPPLEMENTAL
DECLARATION OF RAY C. SCHROCK IN
SUPPORT OF APPLICATION OF DEBTORS FOR AUTHORITY
TO RETAIN AND EMPLOY WEIL, GOTSHAL & MANGES LLP
AS ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

I, Ray C. Schrock, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I submit this declaration (the “**Second Supplemental Declaration**”) as a supplement to my declaration dated January 15, 2023 (the “**Initial Declaration**”) in support of the *Application of Debtors for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors Effective as of Petition Date* (Docket No. 286) (the “**Application**”) and the *First Supplemental Declaration of Ray C. Schrock in Support of Application of Debtors for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors Effective as of Petition Date* (Docket No. 709) (the “**First Supplemental Declaration**”), dated

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

March 20, 2023.² On February 8, 2023, the Court entered an order approving the Application (Docket No. 504) (the “**Retention Order**”).

2. This Second Supplemental Declaration has been prepared in accordance with paragraph 16 of the Initial Declaration, which provides that if any new material, relevant facts, or relationships are discovered or arise, Weil will promptly file a supplemental disclosure with the Court. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein.

Supplemental Disclosure

3. Since entry of the Retention Order, Weil has conducted additional searches within its client database, in accordance with the “Firm Disclosure Procedures” described in the Initial Declaration. Based on the aforementioned searches and information, Weil discloses the relationships in **Exhibit A** attached hereto (the “**Disclosure Schedule**”).

4. Weil previously has represented, currently represents, and may represent in the future the entities described in Exhibit A (or their affiliates) in matters unrelated to the Debtors’ chapter 11 cases. Except as described below, Weil has not represented, does not represent, and will not represent any of such entities in matters directly related to the Debtors or these chapter 11 cases.

5. To the best of my knowledge and information, all of the work performed for the matched entities is on matters unrelated to these chapter 11 cases and the annual fees for the last twelve months paid to Weil by any entity listed on the Disclosure Schedule did not exceed 1% of Weil’s annual gross revenue for each of the past two years.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application or the Initial Declaration, as applicable.

6. As stated in the Initial Declaration and the First Supplemental Declaration, based on the conflicts searches conducted to date and described in the Initial Declaration, the First Supplemental Declaration, and herein, to the best of my knowledge and insofar as I have been able to ascertain, Weil does not hold or represent any interest adverse to the Debtors' estates in the matters upon which Weil has been and is to be employed by the Debtors, and Weil is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code and modified by section 1107(b) of the Bankruptcy Code.

7. Weil will continue to review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. To the extent any information disclosed herein requires amendment or modification upon Weil's completion of further review or as additional material, relevant facts or relationships become available, Weil will file a further supplemental declaration stating such amended or modified information.

8. I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: August 14, 2023
New York, New York

/s/ Ray C. Schrock
Ray C. Schrock

Exhibit A**Second Supplement Disclosure Schedule**

Matched Entity	Relationship to Debtors	Relationship to Weil
Aflac	Benefit Providers (Workers Compensation/Pension Plans/Third Party Administrators)	Affiliate or Subsidiary of Current Client
Apollo Centre Street Partnership, L.P. Apollo Lincoln Fixed Income Fund, L.P. Apollo Moultrie Credit Fund, L.P. Apollo Tactical Value SPN Investments, L.P.	Lenders	Affiliate or Subsidiary of Current Client or Related to Current Client ¹
Bank of America	Bank Accounts	Current Client or Related to Current Client ²
Bank of the West	UCC Search Results/UCC Lien Search Results ³	Affiliate or Subsidiary of Current Client or Affiliate or Subsidiary of Former Client
Barings BDC, Inc. Barings Capital Investment Corporation Barings Private Credit Corp. Mass Mutual Barings MassMutual Asset Finance LLC Massachusetts Mutual Life Insurance Company	List of the Creditors Holding the Top 100 Largest Unsecured Claims (Excluding Insiders) ⁴	Affiliate or Subsidiary of Current Client

¹ Apollo Centre Street Partnership, L.P., Apollo Lincoln Fixed Income Fund, L.P., Apollo Moultrie Credit Fund, L.P., and Apollo Tactical Value SPN Investments, L.P. was previously disclosed as an Affiliate or Subsidiary of Former Client.

² Bank of America was previously disclosed as a Current Client.

³ Bank of the West was previously disclosed in the category of Lenders.

⁴ Barings BDC, Inc., Barings Capital Investment Corporation, Barings Private Credit Corp., Mass Mutual Barings, MassMutual Asset Finance LLC, and Massachusetts Mutual Life Insurance Company were previously disclosed in the categories of Lenders, Notice of Appearance/Interested Party, and UCC Search Results/UCC Lien Search Results.

Matched Entity	Relationship to Debtors	Relationship to Weil
BNY Mellon Bank	Benefit Providers (Workers Compensation/Pension Plans/Third Party Administrators)	Related to Current Client
Ernst & Young LLP Ernst & Young Product Sales LLC Ernst and Young US LLP	Ordinary Course Professionals	Affiliate or Subsidiary of Current Client⁵
Evercore Group LLC	Ordinary Course Professional ⁶	Affiliate or Subsidiary of Current Client
Foundry Digital LLC	Official Committee of Equity Security Holders: Members and Professionals ⁷ Notice of Appearance / Interested Party ⁸	Affiliate or Subsidiary of Current Client
FTI Consulting, Inc.	Official Committee of Equity Security Holders: Members and Professionals Non-Debtor Professionals	Current Client⁹
Google, LLC	Significant Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Lexington Insurance Company (AIG) Lexington Insurance Company (via Amwins)	Insurance/Insurance Broker/ Insurance Provider/Surety Bonds	Affiliate or Subsidiary of Current Client or Related to Current Client¹⁰

⁵ Ernst & Young LLP, Ernst & Young Product Sales LLC, and Ernst and Young US LLP were previously disclosed as an Affiliate or Subsidiary of Former Client.

⁶ Evercore Group LLC was previously disclosed in the category of Lenders.

⁷ Foundry Digital LLC was previously disclosed in the category of Lenders, Significant Customers and Contract Counterparties, and Significant Vendors/Suppliers.

⁸ Foundry Digital LLC was previously disclosed in the category of Lenders, Significant Customers and Contract Counterparties, and Significant Vendors/Suppliers.

⁹ FTI Consulting, Inc. was previously disclosed as a Former Client.

¹⁰ Lexington Insurance Company (AIG) and Lexington Insurance Company (via Amwins) were previously disclosed as Affiliate or Subsidiary of Current Client.

Matched Entity	Relationship to Debtors	Relationship to Weil
Moelis & Company LLC	Non-Debtors Professionals	Current Client¹¹
Shell Energy Solutions MP2 Energy Texas LLC d/b/a Shell Energy Solutions	Member of the Official Committee of Unsecured Creditors ¹²	Related to Current Client
National Union Fire Ins Co of Pittsburgh (AIG)	Insurance/Insurance Broker/Insurance Provider/Surety Bonds	Affiliate or Subsidiary of Current Client or Related to Current Client¹³
Pye-Barker Fire and Safety LLC	Significant Vendors/Suppliers	Related to Current Client
QBE Insurance Corporation General Casualty Co of WI (QBE) General Casualty Co of Wisconsin	Notice of Appearance / Interested Party ¹⁴	Related to Current Client
Stonebriar Commercial Finance LLC Stonebriar Finance Holdings LLC	List of the Creditors Holding the Top 100 Largest Unsecured Claims ¹⁵	Affiliate or Subsidiary of Current Client

¹¹ Moelis & Company LLC was previously disclosed as Affiliate or Subsidiary of Current Client.

¹² Shell Energy Solutions and MP2 Energy Texas LLC d/b/a Shell Energy Solutions were previously disclosed in the categories of List of the Top 30 Unsecured Creditors, Utility Provides/Utility Brokers, and Notice of Appearance/Interested Party.

¹³ National Union Fire Ins. Co. of Pittsburgh (AIG) was previously disclosed as an Affiliate or Subsidiary of Current Client.

¹⁴ QBE Insurance Corporation, General Casualty Co of WI (QBE), and General Casualty Co of Wisconsin were previously disclosed in the category of Insurance/Insurance Broker/Insurance Provider/Surety Bonds.

¹⁵ Stonebriar Commercial Finance LLC and Stonebriar Finance Holdings LLC were previously disclosed in the categories of Lenders and UCC Search Results/UCC Lien Search Results.